
**Board Meeting
November 7, 2017
Final/Approved minutes**

The Virginia Board of Accountancy met on Tuesday, November 7, 2017, at Virginia Polytechnic Institute and State University, 150 Kent Street, Owens Hall (0223), Blacksburg, VA 24061.

MEMBERS PRESENT: Matthew P. Boshier, Esq., Chair
Susan Quaintance Ferguson, CPA, Vice Chair
William R. Brown, CPA
D. Brian Carson, CPA
Stephanie S. Saunders, CPA
Laurie A. Warwick, CPA

MEMBER ABSENT: Andrea M. Kilmer, CPA

LEGAL COUNSEL: Robert Drewry, Assistant Attorney General,
Office of the Attorney General

STAFF PRESENT: Wade A. Jewell, Executive Director
Mary T. Charity, Deputy Director for Operations
Renai Reinholtz, Deputy Director for Finance and Administration
Rebekah Allen, Enforcement Director
Kelli Anderson, Communications Manager
Nicholas R. Tazza, Assistant Manager, Licensing and Examination
Patti Hambright, CPE Coordinator and Administrative Assistant

**MEMBERS OF THE
PUBLIC PRESENT:** Kay P. Hunnings, Associate Dean for Administration, Pamplin College
of Business, Virginia Tech
Alfonzo Alexander, National Association of State Boards of
Accountancy Chief Relationship Officer and President of
NASBA's Center for Public Trust
Amy Mawyer, Vice President of Learning, Virginia Society of Certified
Public Accountants
Linda Newsom-McCurdy, CAE, Senior Director of Member Value,
Virginia Society of Certified Public Accountants
Molly Wash, CAE, Academic Engagement Director, Virginia Society of
Certified Public Accountants
Nadia A. Rodgers, Associate Professor of Practice & Director, MACIS
Program
Lynn Almond, Virginia Tech Faculty
Jean M. Lacoste, Virginia Tech Faculty

**Board Meeting
November 7, 2017
Final/Approved minutes**

John J. Maher, Virginia Tech Faculty
Julie Rosenberger, Virginia Tech Faculty
Kecia W. Smith, Virginia Tech Faculty
Mary Grace Franchi, WVTF Public Radio
More than 45 Virginia Tech students and faculty attended

CALL TO ORDER

Mr. Boshier called the meeting to order at 10:18 a.m.

SECURITY BRIEFING

Ms. Hambright provided the emergency evacuation procedures.

DETERMINATION OF QUORUM

Mr. Boshier determined there was a quorum present.

APPROVAL OF AGENDA

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the November 7, 2017, agenda as amended. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

APPROVAL OF MINUTES

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to approve the October 12, 2017 Board meeting minutes as amended. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

APPROVAL OF CONSENT AGENDA

Upon a motion by Mr. Brown, and duly seconded, the members voted unanimously to approve the Consent Agenda as amended. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

PUBLIC COMMENT PERIOD

There were no public comments at this time.

**Board Meeting
November 7, 2017
Final/Approved minutes**

WELCOME

Ms. Hunnings welcomed the VBOA, Virginia Polytechnic Institute and State University (Virginia Tech) faculty and students and provided a brief overview of the educational programs available at Virginia Tech.

BOARD MEMBER/STAFF INTRODUCTIONS AND VBOA OVERVIEW

Mr. Boshier extended a thank you from the Board to Virginia Tech for hosting the Board meeting. Board members introduced themselves. Mr. Boshier introduced VBOA staff and provided a brief overview of the VBOA's mission and Board duties. Mr. Boshier fielded questions.

BOARD DISCUSSION TOPICS

Proposed 2018 Legislation

Mr. Jewell led the discussion regarding proposed 2018 legislation. Mr. Jewell provided the Board with an update to proposed 2018 legislation to include the single license renewal date for all Virginia CPAs.

Regulation changes

Ms. Allen led the discussion regarding regulatory changes. She provided a brief overview of the fast track and full standard rule making process for regulation changes. Ms. Allen presented feedback from the Department of Planning and Budget (DPB) on the fast track changes previously submitted. DPB proposed changes to the fast track amendments to ensure the regulations qualify for the fast track process. Discussion ensued and the Board tabled the matter to consult with counsel in closed session regarding recommended regulation changes for 18VAC5-22-20 and 18VAC5-22-90.

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to move forward with the section by section changes with the proposed fast track regulations for 18VAC5-22-80. The members voting "AYE" were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

Ethical Leadership: The True Sustainable Leadership/Ethical Leadership Training Resource

Mr. Alexander provided two PowerPoint presentations, and included discussions regarding the Student Center for the Public Trust (including college campus chapters whose mission is to promote ethical thinking in the developing character and conscience of students), and introduced the Board, staff, faculty and students to a new Ethical Leadership Training Resource Program made possible by the NASBA Center for Public Trust (CPT). The program addresses ethical issues and ethical behavior in business. Mr. Alexander fielded questions from Board members, Virginia Tech faculty and students.

**Board Meeting
November 7, 2017
Final/Approved minutes**

RECESS FOR LUNCH 12:00 p.m.

RECONVENE 1:04 p.m.

Proposed changes to Board Policy #10 (Electronic Participation in VBOA Meetings)

Ms. Allen led the discussion regarding the proposed changes to Board Policy #10, which are needed to sync to recent and relevant statute changes. No public comment was received regarding the proposed changes to Board Policy #10 that had been posted to the VBOA website.

Upon a motion by Mr. Carson, and duly seconded, the members voted unanimously to accept the proposed changes to Board Policy #10 (Electronic Participation in VBOA Meetings) as presented. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

2018 Virginia-Specific Ethics Course Update

Mr. Jewell provided students with a brief overview of the Virginia-Specific Ethics course and its importance. Ms. Newsome-McCurdy of the VSCPA noted the content development of the 2018 Virginia-Specific Ethics Course was moving forward. She noted the 2017 Virginia-Specific Ethics Course had an overall above average rating from participants for content and material.

EXECUTIVE DIRECTOR’S REPORT

General Updates

Mr. Jewell presented the following general updates regarding the VBOA:

- Mr. Jewell noted the VBOA had signed a contract with a vendor for the new licensing/database project.
- Ms. Charity provided an update regarding letters, emails and phone calls made by Board staff regarding license renewals.
- Mr. Jewell noted the NASBA Reorganization Impact Task Force had a conference call scheduled for next week and would meet in Nashville, TN on December 4, 2017.

**Board Meeting
November 7, 2017
Final/Approved minutes**

September Board Report overview

Ms. Charity presented and fielded questions regarding the September 2017 Board Report.

September Financial Report overview

Ms. Reinholtz presented and fielded questions regarding the September 2017 Financial Report.

NASBA UPDATES

Mr. Boshier provided the Virginia Tech faculty and students an overview of the National Association of State Boards of Accountancy (NASBA). Mr. Boshier, Ms. Ferguson, Mr. Brown, Ms. Saunders and Mr. Jewell attended the NASBA annual meeting held from October 29 - November 1, 2017 in New York, NY. Breakout sessions were enjoyed by all participants.

Virginia Society of CPAs (Student Programs Overview)

Ms. Wash provided a PowerPoint presentation introducing Virginia Tech students to the many services and benefits membership with the VSCPA provides. Ms. Wash also noted the membership is free to students.

ADDITIONAL ITEMS FOR DISCUSSION

Carry Over Items/Potential Future Topics

- CPE guidelines for publications (February)
- Adjudication Manual (February)
- Use of confidential consent agreements (May)
- CPE – VBOA/VSCPA discussions (May)
- Trust Fund Reserve Policy (May)
- Regulation changes (on-going)
- Marijuana Laws/Guidance (on-going)
- North Carolina Dental Case (on-going)

Sign Conflict of Interest forms

Sign Travel Expense vouchers

Future meeting dates

- December 12, 2017

**Board Meeting
November 7, 2017
Final/Approved minutes**

- January 18, 2018
 - February 8, 2018
-

ENFORCEMENT

Begin closed meeting

Upon a motion by Ms. Ferguson, and duly seconded, the members approved by unanimous vote the meeting be recessed and the VBOA immediately convene a closed meeting under the Virginia Freedom of Information Act for the provision of legal counsel and to consult with legal counsel on issues relating to probable litigation, and/or consider the status of all open Enforcement Cases, and cases listed on our agenda, a matter lawfully exempted from open meeting requirements under the ‘consulting with legal counsel’ and ‘disciplinary proceedings’ exemptions contained in Virginia Code § 2.2-3711(A)(7),(27). The following non-members will be in attendance to reasonably aid in the consideration of this topic: Wade A. Jewell, Robert Drewry and Rebekah Allen.

End closed meeting

Upon a motion by Ms. Ferguson, and duly seconded, the VBOA approved by unanimous vote that the closed meeting, as authorized by § 2.2-3712.A of the Code of Virginia, be adjourned and that the VBOA immediately reconvene in an open public meeting. WHEREAS, the VBOA has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provision of the Virginia Freedom of Information Act; and WHEREAS, § 2.2-3712.A of the Code of Virginia requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law; NOW THEREFORE, BE IT RESOLVED that the VBOA hereby certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the VBOA.

CALL FOR VOTE:

Matthew P. Boshier, Esq. – Aye
Susan Quaintance Ferguson, CPA – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA – Aye
Stephanie S. Saunders, CPA – Aye
Laurie A. Warwick, CPA – Aye

VOTE:

**Board Meeting
November 7, 2017
Final/Approved minutes**

Ayes: Six (6)
Nays: None

The following actions were taken as a result of the closed session:

Upon a motion by Ms. Saunders, and duly seconded, the members voted unanimously to accept the proposed fast track Department of Planning and Budget (DPB) recommended regulation changes for 18VAC5-22-20 and 18VAC5-22-90. The members voting “**AYE**” were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

Consent Orders:

Case # 2017-026-012U (Ferguson and Saunders)
Case # 2017-027-013U (Ferguson and Saunders)

Upon a motion by Ms. Warwick, and duly seconded, the members voted unanimously to approve the final Consent Orders as presented.

CALL FOR VOTE:

Matthew P. Boshier, Esq. – Aye
Susan Quaintance Ferguson, CPA – Aye
William R. Brown, CPA – Aye
D. Brian Carson, CPA – Aye
Stephanie S. Saunders, CPA – Aye
Laurie A. Warwick, CPA – Aye

VOTE:

Ayes: Six (6)
Nays: None

ADJOURNMENT

There being no further business before the VBOA, upon a motion by Mr. Boshier, and duly seconded, the meeting was adjourned by unanimous vote at 3:00p.m. The members voting **AYE** were Mr. Boshier, Ms. Ferguson, Mr. Brown, Mr. Carson, Ms. Saunders and Ms. Warwick.

**Board Meeting
November 7, 2017
Final/Approved minutes**

APPROVED:

Matthew P. Boshier, Esq., Chair

COPY TESTE:

Wade A. Jewell, Executive Director